



**The following constitutes
the order of the court. Signed February 14, 2011**

~~Roger L. Efremsky
U.S. Bankruptcy Judge~~

1 MCNUTT LAW GROUP LLP
2 SCOTT H. MCNUTT (CSBN 104696)
3 SHANE J. MOSES (CSBN 250533)
4 MARIANNE M. DICKSON (CSBN 24
188 The Embarcadero, Suite 800
San Francisco, California 94105
Telephone: (415) 995-8475
Facsimile: (415) 995-8487

5 MICHAEL ST. JAMES (CSBN 95653)
6 ST. JAMES LAW, P.C.
7 155 Montgomery Street, Ste. 1004
8 San Francisco CA 94104
Telephone: (415) 391-7566
Facsimile: (415) 391-7568

Proposed Attorneys for Debtor

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
OAKLAND DIVISION

14 In re Case No. 11-41431 RLE
15 Round Table Pizza, Inc., (Jointly Administered with
16 Debtor. 11-41432 RLE, 11-41433
11-41434 RLE)

Case No. 11-41431 RLE

(Jointly Administered with Case Nos. 11-41432 RLE, 11-41433 RLE, and 11-41434 RLE)

Chapter 11

ORDER AUTHORIZING INTERIM USE OF CASH COLLATERAL

Judge: Hon. Roger Efremsky
Date: February 11, 2011
Time: 10:30 a.m.
Place: United States Bankruptcy Court
1300 Clay Street
Oakland, California

1 The MOTION FOR ORDER AUTHORIZING USE OF CASH COLLATERAL (the "Cash Collateral
2 Motion") of Round Table Pizza, Inc., Round Table Franchise Corporation, Round Table
3 Development Company, and Round Table Pizza of Nevada, LLC, the joint debtors and debtors in
4 possession in the above captioned Chapter 11 reorganization cases (collectively "Round Table" or
5 the "Debtor") came before this Court on February 11, 2011. Appearances were as noted in the
6 record. The Court, having reviewed the Cash Collateral Motion, finding that notice of the Cash
7 Collateral Motion is adequate under the particular circumstances, and good cause appearing
8 therefor,

9 IT IS HEREBY ORDERED that

10 1. The Cash Collateral Motion, as modified and supplemented on the record, is
11 granted on an interim basis;

12 2. A final hearing on the Cash Collateral Motion is set for February 24, 2011 at 1:30
13 p.m. before the Honorable Roger Efremsky, United States Bankruptcy Judge;

14 3. Pending the conclusion of the final hearing, Round Table may use cash collateral in
15 the ordinary course of its business, in accordance with the Budget attached as an exhibit to the
16 Motion. On or before 12:00 p.m. on Thursday, February 17, 2011, and on each Wednesday during
17 the remaining term of this Order, Round Table shall deliver to General Electric Credit Corporation
18 (the "Agent") and Prudential Insurance Company of America (together with the Agent, the
19 "Lenders") a reconciliation showing actual disbursements as well as actual cash receipts during the
20 previous week compared with the amounts for such week set forth on the Budget. Round Table
21 shall obtain the prior written consent of the Lenders or a further order of this Court prior to
22 spending more than the aggregate amount for any week as set forth in the Budget.

23 4. Round Table shall permit representatives, agents, employees, counsel and other
24 advisors of the Lenders to have reasonable access to Round Table's premises, records, personnel
25 and advisors during normal business hours (without unreasonable interference with the proper
26 operation of Round Table's businesses and upon reasonable prior notice) and shall cooperate with,
27 and provide to such representatives, agents, employees , counsel and other advisors all such
28 information as they may reasonably request.

1 5. The Agent, for and on behalf of itself, the Lenders and all other parties entitled to
2 the benefit of liens or security interests under the pre-petition documentation between Round
3 Table and the Lenders, is hereby granted replacement liens against Round Table's post-petition
4 assets (other than rights and causes of action arising under Chapter 5 of the Bankruptcy Code)
5 with the same nature, extent, validity and enforceability as their pre-petition liens, but solely to
6 secure any diminution in the value of its collateral, with all interested parties reserving all rights
7 with respect to the scope of the pre-petition collateral; Notwithstanding the foregoing, any such
8 replacement liens shall be subordinated to the compensation and expense reimbursement
9 (excluding professional fees) allowed to any trustee thereafter appointed in the case.

10 6. Round Table is hereby authorized and empowered to take all actions necessary to
11 implement the relief granted in this Order; and

12 7. This Court shall retain jurisdiction with respect to all matters arising from or related
13 to the implementation of this Order.

15 | APPROVED AS TO FORM AND CONTENT:

16 | Dated: February 14, 2011

BINGHAM McCUTCHEN LLP

By: */s/ William Bates*

William Bates

Attorneys for Prudential Insurance Company of America

²¹ APPROVED AS TO FORM AND CONTENT:

22 | Dated: February 14, 2011

LATHAM & WATKINS LLP

By: */s/ Gregory O. Lunt*

Gregory Q. Lunt

Atorneys for General Electric Credit Corporation

1 **APPROVED AS TO FORM AND CONTENT:**

2 Dated: February 14, 2011 ALLEN MATKINS LLP

3

4 By: /s/ Ivan M. Gold
5 Ivan M. Gold
6 Attorneys for Debtors' Landlords

7 **APPROVED AS TO FORM AND CONTENT:**

8 Dated: February 14, 2011 OFFICE OF THE UNITED STATES TRUSTEE

9

10 By: /s/ Lynette C. Kelly
11 Lynette C. Kelly

12 * * * END OF ORDER * * *

COURT SERVICE LIST

Peter Knight
Greg Lunt
Latham & Watkins LLP
233 South Wacker Drive, Suite 5800
Chicago, IL 60606

Office of the United States Trustee
1301 Clay Street, Suite 690N
Oakland, CA 94612-5217

9 Ivan Gold
Allen Atkins
10 Three Embarcadero Center
Suite 1200
11 San Francisco, CA 94111

12 William Bates
13 Bingham McCutchen LLP
14 1900 University Avenue
15 East Palo Alto, CA 94303-2229